



MERSEN
COMBINED GENERAL MEETING
May 18, 2017

RESOLUTIONS VOTES RESULTS

Quorum required for Ordinary General Meeting:	4,086,538 voting rights
Quorum required for Extraordinary General Meeting:	5,108,172 voting rights
Quorum achieved:	17 828 148 voting rights

Resolutions	Type	Percentage of « FOR » votes	Results
Resolution 1: Approval of the Annual accounts.	Ordinary	99.82	Adopted
Resolution 2: Approval of the consolidated accounts.	Ordinary	99.82	Adopted
Resolution 3: Appropriation of the results of the Company and setting of the amount of the dividend.	Ordinary	99.31	Adopted
Resolution 4: Ratification of undertakings with respect to articles L.225-38 and L.225-42-1 of the French Commercial Code related to pension and unemployment benefit of M. Luc Themelin, Chief Executive Officer.	Ordinary	86.61	Adopted
Resolution 5: Approval of the undertakings with respect to Article 225-42-1 of the French Commercial Code related to the indemnity due to Mr Luc Themelin, Chief Executive Officer, in certain cases of termination of his function.	Ordinary	98.18	Adopted
Resolution 6: Opinion on the compensation and benefits owed and attributable to Mr Luc Themelin, Chief Executive Officer for the period ending 31 December 2016.	Ordinary	99.31	Adopted
Resolution 7: Approval of the compensation policy of Mr Luc Themelin	Ordinary	79.48	Adopted
Resolution 8: Opinion of the compensation and benefits owed and attributable to M. Thomas Baumgartner, member of the Executive Board until May 11 2016.	Ordinary	99.30	Adopted
Resolution 9: Renewal of the appointment of Mr Yann Chareton as Director.	Ordinary	99.70	Adopted
Resolution 10: Renewal of the appointment of Mrs Carolle Foissaud as Director.	Ordinary	99.96	Adopted
Resolution 11: Renewal of the appointment of Mr Dominique Gaillard as Director.	Ordinary	98.00	Adopted
Resolution 12: Renewal of the appointment of Mrs Ulrike Steinhorst as Director.	Ordinary	98.83	Adopted
Resolution 13: Ratification of Mr Edward Koopman as Director.	Ordinary	99.93	Adopted
Resolution 14: Appointment of Mr Olivier Legrain as Director.	Ordinary	99.99	Adopted
Resolution 15: Appointment of Mr Michel Crochon as Director.	Ordinary	94.82	Adopted

Resolution 16: Authorisation to be granted to the Board of Directors for a duration of 18 months for the purpose of carrying out transactions on the shares of the Company.	Ordinary	99.87	Adopted
Resolution 17: Authorisation to be granted to the Board of Directors for a duration of 18 months for the purpose of re-ducing the capital through the cancellation of shares held by the Company under the program for share buyback.	Extraordinary	100	Adopted
Resolution 18: Delegation of powers to be granted to the Board of Directors for a duration of 38 months in order to proceed with free allocations of shares in the Company without preferential rights of subscription.	Extraordinary	98.39	Adopted
Resolution 19: Delegation of powers to be granted to the Board of Directors for a duration of 38 months in order to proceed with the free allocation of preference shares to be issued by the Company, without preferential right of subscription by the shareholders.	Extraordinary	84.70	Adopted
Resolution 20: Approval of the creation of a category of preference shares and the related modification to the articles of association.	Extraordinary	82.27	Adopted
Resolution 21: Modification of the Articles of Association in order to define the conditions of appointment of the director representing the employees.	Extraordinary	99.99	Adopted
Resolution 22: Delegation of powers to be granted to the Board of Directors for the duration of 26 months in order to decide on the issue, with cancellation of the preferential right of subscription, of shares or securities giving access to capital, to employees of companies within the Group Mersen whose registered offices are located outside France and outside a Company Savings Plan.	Extraordinary	99.71	Adopted
Resolution 23: Delegation of powers to be granted to the Board of Directors for a duration of 18 months in order to is-sue share purchase warrants to be allocated free of charge to shareholders in the event of a public offer concerning the shares of the Company.	Extraordinary	70.85	Adopted
Resolution 24: Powers to carry out formalities.	Extraordinary	99.99	Adopted